

# CENTRALRETAIL

Ref. CRC CS 007 /2023

28 March 2023

**Subject: Invitation to the 2023 Annual General Meeting of Shareholders**

**To: Shareholders,  
Central Retail Corporation Public Company Limited**

- Attachments: 1) Annual Registration Statement/Annual Report (Form 56-1 One Report) in QR code format which included the audited statement of financial position and statement of comprehensive income as of 31 December 2022
- 2) Profiles of the nominated candidates for directors
  - 3) Profiles of the proposed auditors for the year 2023
  - 4) Draft of the Company's Article of Association (only amended part)
  - 5) Details of the Issuance and offering of debentures.
  - 6) Procedures and instructions for attending the AGM and related Articles of Association
  - 7) Privacy Notice for the AGM of Central Retail Corporation Public Company Limited
  - 8) Proxy Form A, Form B and Form C (Proxy Form B is recommended.)

The Board of Directors Meeting of Central Retail Corporation Public Company Limited (the "**Company**") resolved to convene the 2023 Annual General Meeting of Shareholders (the "**Meeting**") on Friday, 28 April 2023 at 2.00 p.m. only through electronic media ("E-AGM") according to the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other related laws and regulations, to consider the following agenda:

**Agenda 1:** Acknowledgement of the Company's performance of 2022

Facts and Rationales: The Company has summarized the Company's performance in 2022 as provided in the 2022 Annual Registration Statement/Annual Report (Form 56-1 One Report) - Business and Performance (Details as shown in Attachment 1)

Board of Directors' opinion: The Board proposed the Company's performance of 2022 to the Shareholders' Meeting for consideration and acknowledgement.

Vote required: Voting is not required as this agenda is for shareholders' acknowledgement.

**Agenda 2:** Approval of the audited financial statements for the year ended 31 December 2022

Facts and Rationales: To be in compliance with the Company's Articles of Association and the Public Limited Companies Act, B.E. 2535 (as amended) (the "**PLC Act**"), the Company shall prepare a statement of financial position at the end of fiscal year ended 31 December 2022 which has been audited by an external auditor as provided in 2022 Annual Registration Statement/Annual Report (Form 56-1 One Report) (Details as shown in Attachment 1) which summarized as follows:

Statement of Financial Position and Profit and Loss

Unit : THB

<b>Lists</b>	<b>Consolidated</b>	<b>The Company</b>
Assets	275,984,436,548	153,900,676,725
Liabilities	211,099,286,583	73,728,917,552
Revenue from Sales	211,903,483,270	-
Total Revenue	236,244,783,306	8,542,022,633
Profit for the Year <sup>1</sup>	7,174,985,616	5,407,332,601
Profit per Share (THB/share) <sup>2</sup>	1.19	0.90

**Notes:** <sup>1</sup> Profit for the year attributable to owners of the parent<sup>2</sup> Profit per share calculated from profit for the year attributable to owners of the parent.Board of Directors' opinion:

The Board deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the financial statements for the fiscal year ended 31 December 2022 which were audited and certified by the external auditor who expressed unqualified opinions as provided in the 2022 Financial Statements and reviewed by the Audit Committee and the Board of Directors.

Vote required:

Majority vote of the shareholders attending the meeting and casting their votes.

**Agenda 3:** Approval of the profit allocation and dividend payment for 2022 performanceFacts and Rationales:

The Company has a policy to pay dividends to shareholders at the rate of not less than 40 percent of the net profit from the consolidated financial statements after tax deduction, the allocation of all various funds required by laws and the Company in each year, and the obligations under the financial contract (if any). The dividend payment must not exceed the retained earnings from the separate financial statements of the Company. However, the rate of dividends may be changed from the specified depending on the results of operations, cash flow, financial liquidity, financial status, investment plan, reserving funds to be working capital, reserving funds for future investment, reserving funds to repay loans, conditions and limitations as specified in the financial contract, economic conditions, including legal requirements and other necessities.

Comparison of the rate of dividends from the results of operations in the year 2022 to the preceding year is as follows:

<b>Details of dividend payment</b>	<b>Year 2021</b>	<b>Year 2022</b>
1. Consolidated Net Profit* (THB)	59,369,781	7,174,985,616
2. Paid-up share capital (shares)	6,031,000,000	6,031,000,000
3. Annual dividend (THB/share)	0.30	0.48
4. Total Dividends Amount (THB)	1,809,300,000	2,894,880,000
5. Dividend Payout Ratio (percent)	3,047.51	40.35

**Notes:** \* Profit for the year attributable to owners of the parent

Board of Directors' opinion:

The Board deemed it appropriate to propose to the Shareholders' Meeting to consider and approve as follows:

1. acknowledge that as at 31 December 2022, the Company has already set aside legal reserve at the amount required by law of THB 632,000,000.
2. approval of the dividend payment for 2022 performance at THB 0.48 per share, totaling to THB 2,894,880,000 which is in accordance with the Company's dividend payment policy. The date to record the names of shareholders who are entitled to receive the dividend payment (Record Date) will be fixed on 9 May 2023, and the dividend would be paid to the shareholders on 26 May 2023. However, the right to receive dividend is not confirmed until being approved by the 2023 E-AGM.

Vote required:

Majority vote of the shareholders attending the meeting and casting their votes.

**Agenda 4:** Approval of the election of directors in replacement of the directors who are due to retire by rotation.

Facts and Rationales:

According to comply with section 71 of the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, at every annual general meeting of shareholders, one-third of the directors shall retire. If the number of directors cannot be divided into three parts, the number of directors closest to one-third shall retire. The directors retiring from office in the first and second year after registration of the Company shall be determined by drawing lots. For subsequent years, the directors who have held office longest shall retire and the directors retiring may be re-elected. In 2023, there are 5 directors to be retired by rotation in this meeting as follows:

- |                   |                |  |
|-------------------|----------------|--|
| 1. Dr. Prasarn    | Trairatvorakul | Chairman of the Board of Director  |
| 2. Mr. Sudhitham  | Chirathivat    | Director   |
| 3. Mr. Suthilaksh | Chirathivat    | Director   |
| 4. Mrs. Pratana   | Mongkolkul     | Independent Director/Chairman of the Audit Committee   |
| 5. Mr. Sompong    | Tantapart      | Independent Director/Member of the Audit Committee/Member of the Nomination and Remuneration Committee |

In addition, the Company has invited shareholders to nominate directors in advance via the Company's website from 1 December 2022 to 15 January 2023 which none of shareholders proposed the names of individuals to be elected for directorship to the Company.

The Nomination and Remuneration Committee excluding the interested directors, had undertaken the nomination process by considering persons who have qualifications as stipulated in the Charter of the Company's Directors in accordance with the law and the Skill Matrix set by the Company in alignment with the Company's business strategy in various fields including qualification, gender, age, ethnicity, nationality, or country of origin, etc. (Board Diversity) in order to encourage equality and eliminate unfair discrimination. The Nomination and Remuneration Committee also considered the directors listed in the IOD Director Pool, along with the qualifications that nominating directors must not hold directorship positions in other listed companies for more than 4 companies and for the case of nominating same independent directors back to terms, the

nominating directors must not hold an independent director position for more than 9 years. Mrs. Pratana Mongkolkul and Mr. Sompong Tantapart are independent directors, having the qualifications which meet all the requirements of the Company's independent director definition and the qualifications under the relevant law. They are able to give opinions independently.

The Nomination and Remuneration Committee excluding the interested directors, had undertaken the nomination process thoroughly as mentioned, thus, had nominated the extension of five directors for another term. (Details as shown in Attachment 2)

Board of Directors' opinion:

The Board, excluding those retired by rotation at the 2023 AGM, considered that the person nominated this time has passed the process specified by the Company and has qualifications under the relevant regulations including requirements relating to independent directors and well-suited for the Company's business operations. Due to such reason, the Board resolved as proposed by the Nomination and Remuneration Committee to propose to the Shareholders' Meeting to approve the re-election of all 5 retiring directors to retain office for another term as follows:

- |    |                |                |                      |
|----|----------------|----------------|----------------------|
| 1. | Dr. Prasarn    | Trairatvorakul | Director             |
| 2. | Mr. Sudhitham  | Chirathivat    | Director             |
| 3. | Mr. Suthilaksh | Chirathivat    | Director             |
| 4. | Mrs. Pratana   | Mongkolkul     | Independent Director |
| 5. | Mr. Sompong    | Tantapart      | Independent Director |

Vote required:

Majority vote of the shareholders attending the meeting and casting their votes. The directors will be considered and appointed individually.

**Agenda 5:** Approval of the remuneration for the Board of Directors for the year 2023

Facts and Rationales:

According to comply with section 90 of the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, directors are eligible to receive remuneration in the forms of monetary, meeting allowance, gratuity, bonus or any other forms of remuneration as the shareholders' meeting considers to be appropriate for the duty of the Board of Directors.

In this regard, the Nomination and Remuneration Committee had considered and determined the remuneration for the Board of Directors based on their performance and the Company's operating results and compared with the remuneration of other companies within the same industry and of similar size. The Nomination and Remuneration Committee deemed it appropriate to recommend the Board to propose the shareholders to consider and approve the remuneration for the Board of Directors and sub-committees for 2023 in an amount not exceeding THB 25 million, an increase from THB 20.5 million in 2022.

Board of Directors' opinion:

The Board considered and agreed with the proposal made by the Nomination and Remuneration Committee to recommend the Shareholders' Meeting to approve 2023 remunerations for the Board and sub-committees in an amount not exceeding THB 25 million, an increase from THB 20.5 million in 2022 which include quarterly remuneration, meeting allowances and bonus (if any) as follow:

## 1. Quarterly Remuneration and Meeting allowance

	Type of remuneration		2022	2023 (to consider)	Change increase/ (decrease)
<b>1</b>	<b>Remuneration</b>	<b>(THB/quarter)</b>			
	- Chairman		225,000	240,000	15,000
	- Chairman of the Audit Committee		133,000	140,000	7,000
	- Member of the Audit Committee		103,000	135,000	32,000
	- Director		85,000	90,000	5,000
<b>2</b>	<b>Board Meeting Allowance</b>	<b>(THB/time)</b>			
	- Chairman		85,000	88,000	3,000
	- Director		42,000	45,000	3,000
<b>3</b>	<b>Audit Meeting Allowance</b>	<b>(THB/time)</b>			
	- Chairman		65,000	70,000	5,000
	- Member		50,000	55,000	5,000
<b>4</b>	<b>Nomination and Remuneration Meeting Allowance</b>	<b>(THB/time)</b>			
	- Chairman		35,000	40,000	5,000
	- Member		30,000	35,000	5,000
<b>5</b>	<b>Risk Policy Meeting Allowance</b>	<b>(THB/time)</b>			
	- Chairman		35,000	40,000	5,000
	- Member		30,000	35,000	5,000
<b>6</b>	<b>Corporate Governance and Sustainability Meeting Allowance</b>	<b>(THB/time)</b>			
	- Chairman		35,000	40,000	5,000
	- Member		30,000	35,000	5,000
<b>7</b>	<b>Independent Director Meeting Allowance</b>	<b>(THB/time)</b>			
	- Lead Independent Director		none	40,000	40,000
	- Independent Director		none	35,000	35,000

**Note:** Director who holds the position of executive or employee of the Company shall not receive quarterly remuneration or meeting allowance as member of the sub-committees.

## 2. Director's Bonus

The bonus may be allocated to directors by which the Board of Directors is authorized to determine the conditions, details, and rate of bonus payment as it deems appropriate based on the Company's performance for the year ended 31 December 2023. In addition, the amount of bonus being allocated to each director is dependent on the performance and the participation in meetings. Director who holds the position of executive or employee of the Company shall not receive director's bonus.

3. Other benefits

- None-

Vote required:

Not less than two-thirds of the total number of votes of the shareholders attending the meeting.

**Agenda 6:** Approval of the appointment of the external auditors and determination of the audit fee for the year 2023

Facts and Rationales:

According to comply with section 120 of the Public Limited Companies Act B.E. 2535 prescribes that the annual general meeting of shareholders shall consider and approve an appointment of an auditor and determine the remuneration of the auditor of the company every year. In this regard, the Audit Committee had considered that the auditor and audit fees are appropriate. Also, the proposed auditors have no relationship or conflict of interest with the Company, subsidiaries, major shareholders or person related to the said parties which independent in auditing and recommending the Company's financial statements. Therefore, it was recommended that the Board of Directors propose the appointment of an auditor and approve the audit fee for the year 2022 to the Shareholders Meeting and acknowledge the audit fee for the 2023 financial statements of subsidiaries which will be audited by KPMG Phoomchai Audit Limited, KPMG Group of companies in overseas and other overseas audit firms.

Board of Directors' opinion:

The Board considered and agreed with the proposal made by the Audit Committee and recommended the Shareholders' Meeting proceed as follows:

1) To consider and appoint KPMG Phoomchai Audit Limited as the external auditor and appoint

1. Miss Pornthip Rimdusit Certified Public Accountant No. 5565 or
2. Mr. Watchara Pattarapitak Certified Public Accountant No. 6669 or
3. Mr. Krit Thammatadto Certified Public Accountant No. 11915

Any of the above officers from KPMG Phoomchai Audit Limited as the auditor of the Company. Profiles of the proposed auditors are provided in the Attachment 3.

2) To approve the audit fees for the audit of the 2023 financial statements and the review of the quarterly financial statements totaling THB 7.18 million, excluding non-audit fee.

Unit : THB

Details	2022	2023	Change
<b>1. Audit fee for the Separate financial statements</b>			
- Financial Statements for the year	300,000	310,000	10,000
<b>2. Audit fee for the Consolidated financial statements</b>			
- Financial Statements for the year	2,300,000	2,370,000	70,000
- Quarterly financial statements	4,500,000	4,500,000	-
<b>Total</b>	<b>7,100,000</b>	<b>7,180,000</b>	<b>80,000</b>

- 3) To acknowledge the audit fees for the 2023 financial statements of subsidiaries which will be audited by KPMG Phoomchai Audit Limited, KPMG Group of companies in overseas and other overseas audit firms of approximately THB 40.2 million.

**Unit : THB**

<b>Details</b>	<b>2022</b>	<b>2023</b>	<b>Change</b>
1. Audit fee for subsidiary companies in Thailand	19,608,500	20,543,500	935,000
2. Audit fee for overseas subsidiary companies	19,572,624	19,673,683	101,059
<b>Total</b>	<b>39,181,124</b>	<b>40,217,183</b>	<b>1,036,059</b>

Vote required:

Majority vote of the shareholders attending the meeting and casting their votes.

**Agenda 7:** Approval of the amendment of the Company's Article of Association in accordance with the Public Company Act

Facts and Rationales:

According to the announcement of the governance gazette on 23 May 2022 regarding the amendment to the Public Company Act (No.4) B.E. 2565 allowing to advertise the message of the Public Company Limited through the electronics media instead of newspaper advertisement. In this regard, in order to make the form of the Company's Articles of Association in accordance with the announcement of the Department of Business Development the Ministry of Commerce said and to facilitate business operations in line with the current situation. The Company recommended to revise the Articles of Association of the Company in article 30, article 38 and article 50.

Board of Directors' opinion:

The Board recommends the Shareholders' Meeting to consider and approve the amendment of the Articles of Association of the Company in article 30, article 38 and article 50 in order to facilitate business operations to be consistent with the current situation. As well as authorizing the person who are assigned by the Board of Directors to make registration of amendment to the Articles of Association of the Company with the Department of Business Development, Ministry of Commerce to amend wording to comply with the order of the registrar. The details as shown in Attachment 4

Vote required:

Not less than three-quarters of the total votes of the shareholders attending the meeting and being entitled to vote.

**Agenda 8:** Approval of the issuance and offering of debentures in the amount of not exceeding THB 50,000 million

Facts and Rationales:

Due to the volatility of the economic conditions, financial markets, and capital markets. In order to increase opportunities for financing other than borrowing directly from financial institutions, including support new investments in the future as well as to ensure liquidity of the company's operations. Therefore, it was recommended to propose the approval of issuance and offering of debentures in the amount of not exceeding THB 50,000 million.

Board of Directors' opinion:

The Board recommends the Shareholders' Meeting to consider and approve the issuance and offering of debentures to support new investment opportunity that may occur in the future and liquidity management in the business operation of the Company. The details as shown in Attachment 5

Vote required:

Not less than three-quarters of the total votes of the shareholders attending the meeting and being entitled to vote.

**Agenda 9:** Other matters (if any)

The Company has invited shareholders to propose agenda and nominate directors in advance via the Company's website from 1 December 2022 to 15 January 2023 which none of shareholders proposed agenda and nominate directors to the Company.

It is recommended that the shareholders shall study the Procedures and instructions for attending the AGM and related Articles of Association (details as shown in Attachment 6). If shareholders have any queries, please submit the questions regarding the Meeting agenda prior to the Meeting via email: [ir@central.co.th](mailto:ir@central.co.th) or <https://www.centralretail.com/en/investor-relations/document/shareholder-meetings>

Therefore, the Company hereby invites all shareholders to attend the 2023 Annual General Meeting of Shareholders on the above date and time which is convened through electronic only. Registration for E-AGM will be opened in advance via the DAP e-Shareholder Meeting (e-Registration) system from 11 April 2023 at 8.00 a.m. onwards.

Please be informed accordingly,

Yours sincerely,

- signed -

(Dr. Prasarn Trairatvorakul)

Chairman

Central Retail Corporation Public Company Limited